

Royal Dutch Shell, AGM, 24 May 2016

Agenda AGM, 24 May 2016

1.	Receipt of Annual Report & Accounts	FOR
2.	Approval of Directors' Remuneration Report	FOR
3.	Reappointment of Ben van Beurden	FOR
4.	Reappointment of Guy Elliott	FOR
5.	Reappointment of Euleen Goh	FOR
6.	Reappointment of Simon Henry	FOR
7.	Reappointment of Charles O. Holliday	FOR
8.	Reappointment of Gerard Kleisterlee	FOR
9.	Reappointment of Sir Nigel Sheinwald	FOR
10.	Reappointment of Linda G. Stuntz	FOR
11.	Reappointment of Hans Wijers	FOR
12.	Reappointment of Patricia A. Woertz	FOR
13.	Reappointment of Gerrit Zalm	FOR
14.	Appointment of Auditor	FOR
15.	Remuneration of Auditor	FOR
16.	Authority to allot shares	FOR
17.	Disapplication of pre-emption rights	FOR
18.	Authority to purchase own shares	FOR
19.	Shareholder resolution	AGAINST

Executive Summary

- (1) We will vote in favor of agenda items 1-18 and vote AGAINST agenda item 19 (shareholder resolution). We will make a statement.
- (2) We will ask a critical question around the reappointment of Gerard Kleisterlee (item 8) due to potential over boarding. See statement text.

Statement

Thank you, mister chairman. My name is Sylvia van Waveren, representative of Robeco. I speak on behalf of PGGM, Robeco, PMT, PME, MN, Menzis, de Goudse Verzekeringen en Achmea Investments.

(agenda item 8, NIET namens PGGM!) In addition to his role as a NED of Shell, Mr. Kleisterlee has significant external time commitments on other public company boards. Especially since he recently became Chair of the Supervisory Board of ASML, next to being Chair of Vodafone Group and being a NED of IBEX and Shell. These are considered to represent a significant number of total commitments, particularly considering the size of Shell, Vodafone and ASML. This raises shareholders concerns regarding his ability to devote sufficient time to his role at Shell.

Therefore we would like to raise two questions: (1) to the Board: is the availability of Mr. Kleisterlee for his duties in the Board sufficiently evaluated and what was the outcome of this evaluation? (2) to Mr. Kleisterlee: would you consider to withdraw from the board of 1 of the

mentioned assignments within a reasonable time frame? Please know that, depending on your answer, we herewith express our intention to review a reappointment at next years' AGM.

(agenda item 1) For years we are engaging with Shell and other oil&gas companies about their role and responsibilities in the necessary energy transition. As investors in this sector, we are very much aware of the risks, but surely also of its opportunities, of the change in climate for an energy company like Shell.

We welcome the fact that Shell has realized a strong reduction in its CO2 emissions since 2003. However we are seeking quantitative targets at group level for more reductions. We see these targets as an important success factor and we call upon Shell to install them as soon as possible.

In the report "Energy Transition and Portfolio Resilience" Shell shows that it is very much aware of the enormous transition that needs to be up and running in the year 2040. Furthermore, Shell shows that it is serious about the energy transition and how to prevent negative impacts on the valuation of the company. We welcome this development. However we are not entirely convinced that Shell has integrated the consequences of a climate change fully in its strategy and future plans. Illustrative for that is the fact that the annual investments in alternative energy are limited and that we do not see a clear vision and target for the longer term energy mix. We strongly request Shell to make more clear to us what the future energy mix of the company would look like and how much efforts and investments that would take.

(agenda item 19) Shell now has received a resolution by Follow This, a group of Shell shareholders that wants to accelerate the pace at which the world becomes more sustainable by transforming Shell into a renewable energy company. The resolution reads: "Shell will become a renewable energy company by investing the profits from fossil fuels in renewable energy; we support Shell to take the lead in creating a world without fossil fuels and expect a new strategy *within one year*". (In the explanatory notes to the resolution Follow This suggests Shell to complete the transition by 2030. The requested immediate action is to stop the exploration and acquisition of more oil and gas. The thus freed cash flow should be invested in renewable energy).

We consider this resolution to be of a different variety than the resolution of 2015 presented by the Aiming for A group, seeking for enhanced disclosure, and which we all massively supported. The reason for this is that we strongly value a clear distinction and responsibility between a management board and its shareholders. It is not our place as shareholders to take responsibility for a severe strategy change. That responsibility lies with the board of a company. Of course, it is Shell's duty to inform shareholders in a right way about its strategy and its risk management. So that shareholders are in a rightful position to judge the company's policy.

So, while we very much welcome the spirit of the initiative of Follow This, we are not able to support the shareholder resolution in its current formulation. Our vote against the shareholder proposal of Follow This is in no way a signal that we do not expect from Shell a lot of extra efforts in the debate of climate change. We herewith endorse the signal of the initiative takers of this shareholder proposal that Shell needs to show more leadership in the necessary energy transition than it currently does.